

**Exhibit A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

THE ART INSTITUTE OF PHILADELPHIA  
LLC, *et al.*,<sup>1</sup>

Debtors.

GEORGE L. MILLER, Chapter 7 Trustee,

Plaintiff,

v.

TODD S. NELSON, JOHN R. McKERNAN,  
SAMUEL C. COWLEY, EDWARD WEST,  
MARK A. McEACHEN, FRANK JALUFKA,  
J. DEVITT KRAMER, MARK NOVAD, JOHN  
DANIELSON, AND MICK BEEKHUIZEN,

Defendants.

Chapter 7  
Case No. 18-11535 (LSS)

(Jointly Administered)

**JURY TRIAL DEMANDED**

Adversary Proceeding  
No. 20-50627 (LSS)

Ref. Adv. Docket No. \_\_\_\_

**ORDER GRANTING DEFENDANTS MARK McEACHEN,  
FRANK JALUFKA, AND JOHN DANIELSON'S MOTION TO  
DISMISS THE COMPLAINT**

Upon the motion (the “Motion to Dismiss”) of defendants Mark McEachen, Frank Jalufka, and John Danielson (the “Later Defendants”) for entry of an order dismissing the Complaint [Adv. Dkt. No. 1] filed by plaintiff George L. Miller, as trustee for The Art Institute of Philadelphia, et al. (“Trustee”), pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, as incorporated by Rule 7012(b) of the Federal Rules of Bankruptcy Procedure; and the Court having considered the Opening Brief in support of the Motion to Dismiss; and the Court having found that it has

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<sup>1</sup> Due to the large number of debtors in the above-captioned jointly-administered chapter 7 cases (the “Chapter 7 Cases”), a complete list of such debtors (the “Debtors”) and the last four digits of their federal tax identification numbers is not provided herein. Such information can be found at footnote 1 of the Complaint (as defined below).

jurisdiction to consider the Motion to Dismiss and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and proper notice of the Motion to Dismiss has been given and that no other or further notice is necessary; and the Court having found and determined that the legal and factual bases set forth in the Motion to Dismiss establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

**ORDERED, ADJUDGED, AND DECREED** that:

1. The Motion to Dismiss is GRANTED as set forth herein.
2. The Complaint is hereby DISMISSED as against Later Defendants.
3. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.